

B1 (Official Form 1)(4/10)

United States Bankruptcy Court Utah		Voluntary Petition
Name of Debtor (if individual, enter Last, First, Middle): Off the Wall Products LLC dba OTW Safety		Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):		All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all) 87-0609925		Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all)
Street Address of Debtor (No. and Street, City, and State): 423 South 700 West Salt Lake City, UT <div style="text-align: right;">ZIP Code 84101</div>		Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right;">ZIP Code</div>
County of Residence or of the Principal Place of Business: Salt Lake		County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): P.O. Box 1461 Salt Lake City, UT <div style="text-align: right;">ZIP Code 84110-1461</div>		Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right;">ZIP Code</div>
Location of Principal Assets of Business Debtor (if different from street address above): Confer Plastics 97 Witmer Rd. North Tonawanda, NY 14120		
Type of Debtor (Form of Organization) (Check one box) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	Nature of Business (Check one box) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other Tax-Exempt Entity (Check box, if applicable) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding Nature of Debts (Check one box) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.
Filing Fee (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.		Chapter 11 Debtors (Check one box): <input checked="" type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (<i>amount subject to adjustment on 4/01/13 and every three years thereafter</i>). Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.		THIS SPACE IS FOR COURT USE ONLY
Estimated Number of Creditors <input checked="" type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> OVER 100,000		
Estimated Assets <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input checked="" type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion		
Estimated Liabilities <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input checked="" type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion		

Voluntary Petition

(This page must be completed and filed in every case)

Name of Debtor(s):

Off the Wall Products LLC dba OTW Safety

All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet)

Location

Where Filed: **- None -**

Case Number:

Date Filed:

Location

Where Filed:

Case Number:

Date Filed:

Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet)

Name of Debtor:

- None -

Case Number:

Date Filed:

District:

Relationship:

Judge:

Exhibit A

(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)

☐ Exhibit A is attached and made a part of this petition.

Exhibit B

(To be completed if debtor is an individual whose debts are primarily consumer debts.)

I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. §342(b).

X

Signature of Attorney for Debtor(s)

(Date)

Exhibit C

Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?

☐ Yes, and Exhibit C is attached and made a part of this petition.

☒ No.

Exhibit D

(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)

☐ Exhibit D completed and signed by the debtor is attached and made a part of this petition.

If this is a joint petition:

☐ Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.

Information Regarding the Debtor - Venue

(Check any applicable box)

- ☒ Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.
- ☐ There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.
- ☐ Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.

Certification by a Debtor Who Resides as a Tenant of Residential Property

(Check all applicable boxes)

- ☐ Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)

(Name of landlord that obtained judgment)

(Address of landlord)

- ☐ Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and
- ☐ Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.
- ☐ Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).

Voluntary Petition

(This page must be completed and filed in every case)

Name of Debtor(s):

Off the Wall Products LLC dba OTW Safety

Signatures

Signature(s) of Debtor(s) (Individual/Joint)

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. §342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

Signature of Attorney*

X /s/ Russell S. Walker _____
Signature of Attorney for Debtor(s)

Russell S. Walker 3363

Printed Name of Attorney for Debtor(s)

Woodbury & Kesler, P.C.

Firm Name

**265 East 100 South, Suite 300
Salt Lake City, UT 84111**

Address

(801) 364-1100 Fax: (801) 359-2320

Telephone Number

June 16, 2011

Date

*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X /s/ Marc Edward Chirstensen _____
Signature of Authorized Individual

Marc Edward Chirstensen

Printed Name of Authorized Individual

Manager

Title of Authorized Individual

June 16, 2011

Date

Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

☐ I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. §1515 are attached.

☐ Pursuant to 11 U.S.C. §1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X _____
Signature of Foreign Representative

Printed Name of Foreign Representative

Date

Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

Printed Name and title, if any, of Bankruptcy Petition Preparer

Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.)(Required by 11 U.S.C. § 110.)

Address

X _____
Date

Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. §110; 18 U.S.C. §156.

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06/07/11

Accrual Basis

Off the Wall Products LLC dba OTW Safety

Balance Sheet

As of June 7, 2011

	Jun 7, 11
1600 · Office Equipment & Furniture	
1602 · Phone System w/Voicemail DX-80	4,992.20
1603 · Computers and Equipt	27,786.26
1604 · Software	21,999.85
1605 · Xerox Workcentre PRO C2128	17,419.64
1610 · Trade Show Booth	7,037.82
1613 · Scooter	2,600.00
1615 · Wireless Equipment	1,017.91
1616 · Forklift	6,250.00
1600 · Office Equipment & Furniture - Other	23,319.47
Total 1600 · Office Equipment & Furniture	112,423.15
1699 · Accumulated depreciation- equip	-34,699.21
1800 · Warehouse Improvements 423 S	60,376.48
1998 · Accumulated Depreciation	-294,412.79
Total Fixed Assets	116,172.09
Other Assets	
1700 · Patents & Trademarks	
1701 · Registered Trademark	335.00
1702 · Patent#5,452,963- MB42x69	20,000.00
1703 · Patent#5,611,641- MB42x69	17,143.00
1704 · Patent#5,836,714 - U shaped	30,000.00
1705 · Patent#5,993,103 - Roller Hocky	30,000.00
1706 · Patent#6,086,285 - MB42x45	25,000.00
1707 · Patent#6,676,113 - CC48x96	25,000.00
1708 · Patent#2,254,190 - MB42x45	25,000.00
1709 · Patent#217140-MB42x45	25,286.00
1710 · Patent#D555,804 - AR10x96	20,000.00
1711 · Patent#7,275,888 - New Sentry	25,000.00
1712 · Patent#D552,250 - New Sentry	25,000.00
1713 · Patent#D546,969 - AR10x96	25,000.00
1714 · Patent#D533,281-MB42x45	20,000.00
1715 · Patent#D569,992 - AR24x96	25,000.00
1716 · Patent #7,540,682 B1 - CC42x96	29,035.01
1717 · Patent -#7,588,387 - MB42x45	25,000.00
1718 · Patent#D599,488 - CC42x96	25,000.00
1720 · Patents in Progress	51,186.17
Total 1700 · Patents & Trademarks	467,985.18
1750 · Investment - Distillery	500.00
1799 · Accumulated Amortization	-67,090.00
1900 · Research & Development	78,831.75
1999 · Acc. Amortization	-179,416.00
Total Other Assets	300,810.93
TOTAL ASSETS	783,787.04
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Accounts Payable	
2000 · Accounts Payable	635,301.13
Total Accounts Payable	635,301.13
Credit Cards	
2002 · AMEX Platinum Corporate Card	32,991.83

Off the Wall Products LLC dba OTW Safety

Balance Sheet

As of June 7, 2011

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06/07/11

Accrual Basis

	Jun 7, 11
2003 · Other Credit Cards	
2005 · ChevronTexaco Gas Card	-622.17
2014 · Capital One Card	-2,029.00
2016 · Zions Bank Visa Marc	-168.32
2019 · Shellfleet Card	-47.22
2020 · US Bank Reserve Line	-203.70
Total 2003 · Other Credit Cards	-3,070.41
Total Credit Cards	29,921.42
Other Current Liabilities	
2112 · Sales tax payable	81.81
Total Other Current Liabilities	81.81
Total Current Liabilities	665,304.36
Long Term Liabilities	
2300 · Subordinated Debt - JSJ Global	
2301 · JSJ Global Note	347,076.07
Total 2300 · Subordinated Debt - JSJ Global	347,076.07
2500 · Equipment Leases	
2506 · Bank of Utah Lease	139,703.92
Total 2500 · Equipment Leases	139,703.92
Total Long Term Liabilities	486,779.99
Total Liabilities	1,152,084.35
Equity	
3001 · Retained Earnings	-107,064.26
3002 · Members' Equity	-252,568.61
Net Income	-8,664.44
Total Equity	-368,297.31
TOTAL LIABILITIES & EQUITY	783,787.04

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06/07/11

Accrual Basis

Off the Wall Products LLC dba OTW Safety

Profit & Loss

January 1 through June 7, 2011

Jan 1 - Jun 7, 11

Ordinary Income/Expense

Income

4020 · Product sales	
4021 · Proprietary Barrier Products	393,601.67
4022 · Proprietary Lights	160,463.47
4023 · Sheeting	57,251.84
4027 · Cones	4,662.07
4028 · Non-Proprietary Lights	2,380.05
4029 · GSA Items	10,886.38
4031 · Proprietary Accessories	5,688.50
4032 · Non-Proprietary Accessories	10,330.69
4020 · Product sales - Other	575.00
Total 4020 · Product sales	645,839.67
4033 · Rental income	40.00
4060 · Freight income	71,108.85
4950 · Sales & Cash Discounts Given	-53.78
Total Income	716,934.74

Cost of Goods Sold

5020 · Cost of goods sold	
5020.2 · COGS--Materials Purchased	
5021 · COGS -- Proprietary Barriers	288,234.48
5022 · Proprietary Lights	122,162.35
5023 · Sheeting	26,753.02
5026 · Rubber Bumps and Humps	-283.12
5027 · Cones	3,929.62
5028 · Non-Proprietary Lights	2,393.41
5029 · GSA Items	8,380.50
5031 · Proprietary Accessories	4,373.31
5032 · Non-Proprietary Accessories	10,499.46
5020.2 · COGS--Materials Purchased - Other	908.51
Total 5020.2 · COGS--Materials Purchased	467,351.54
5060 · COGS -- Freight Expense	80,860.03
5080 · Credit card discounts	956.47
5099 · Other COGS	127.16
Total 5020 · Cost of goods sold	549,295.20
5055 · Warehouse Storage Fee	7,544.35
5070 · Royalty Payments	497.45
5075 · GSA Funding Fee	1,117.88
5090 · Inventory variance	-17,103.85
Total COGS	541,351.03

Gross Profit 175,583.71

Expense

3 · Merchant Fees	39.09
6200 · Freight & Handling Expenses	76.33
7000 · Marketing Initiatives	
7001 · Advertising	5,070.10
7003 · Web Page Design and Maintenance	4,851.55
7004 · Trade Shows and Conventions	
7004-1 · AAAE One Rate	
7004-12 · AAAE Annual Convention	0.00
7004-14 · ASOS	1,390.00
7004-17 · NWAAAE	85.00
7004-1 · AAAE One Rate - Other	0.00
Total 7004-1 · AAAE One Rate	1,475.00
7005-1 · IAAM	2,535.00
7005-3 · IAAPA	
Entertainment	102.00
Total 7005-3 · IAAPA	102.00

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06/07/11

Accrual Basis

Off the Wall Products LLC dba OTW Safety

Profit & Loss

January 1 through June 7, 2011

	Jan 1 - Jun 7, 11
7005-4 · Western Fairs Assc	
Meals	1.00
7005-4 · Western Fairs Assc - Other	1,450.00
Total 7005-4 · Western Fairs Assc	1,451.00
7004 · Trade Shows and Conventions - Other	105.00
Total 7004 · Trade Shows and Conventions	5,668.00
7007 · Gifts for Customers/Vendors	2,038.19
7009 · Printing Costs	594.79
7012 · Misc Marketing	1,775.00
7060 · Membership Dues and Renewal Fee	1,461.57
7000 · Marketing Initiatives - Other	2,378.70
Total 7000 · Marketing Initiatives	23,837.90
7410 · Payment Discount Expense	116.05
8000 · General & Administrative	
8002 · Payroll Taxes & Expenses	
7801 · FICA Expense (Social Security)	1,883.25
7802 · Medicare Expense	440.40
7803 · FUTA Expense	121.40
7804 · SUTA Expense	230.75
7805 · Salaries & Wages	30,375.00
7806 · 1/4erly Performance Bonus	2,000.00
Total 8002 · Payroll Taxes & Expenses	35,050.80
8003 · Health and Dental Insurance	4,203.12
8005 · Contrnuing Education	126.00
8007 · Other Employee Benefits	225.00
8009 · Employee Reimbursement	600.00
8010 · Rent	12,230.79
8012 · Repairs and maintenance	1,812.58
8014 · Telephone expenses	
Cell Phone	3,511.65
Efax Mobile Fax Services	82.30
ISP	225.80
8014 · Telephone expenses - Other	3,610.51
Total 8014 · Telephone expenses	7,430.26
8015 · Vehicle expense	
Fuel	538.04
Vehicle Maintenance	779.26
Total 8015 · Vehicle expense	1,317.30
8016 · Utilities	1,477.33
8030 · Travel	
8031 · Accommodations	4,710.86
8032 · Airfare	1,753.06
8033 · Cash	1,613.00
8035 · Meals	7,446.42
8036 · Transportation	153.80
8037 · Parking	15.18
8038 · Misc Travel	20.35
Total 8030 · Travel	15,712.67
8040 · Entertainment of clients/vendor	493.25
8050 · Professional fees	
Accounting	4,150.00
Computer Consulting	2,802.86
Consulting	4,705.52
Legal - Disputes - Lawsuits	15,758.42

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Off the Wall Products LLC dba OTW Safety

06/07/11

Profit & Loss

Accrual Basis

January 1 through June 7, 2011

	Jan 1 - Jun 7, 11
Patents & Trademarks	
Maintenance and Annuity Fees	275.00
Total Patents & Trademarks	275.00
Total 8050 · Professional fees	27,691.80
8061 · Office Supplies Expense	2,785.83
8062 · Postage	371.80
8066 · Sales Tax Expense	80.41
8067 · Bank Fees other than interest	
Finance Charge	1,146.15
8069 · Celtic Bank Fees	9,127.19
8067 · Bank Fees other than interest - Other	1,302.42
Total 8067 · Bank Fees other than interest	11,575.76
Total 8000 · General & Administrative	123,184.70
8018 · Insurance expense	
Key Man Insurance	370.00
Liability Insurance	5,262.25
Property and Equipt Insurance	5,346.70
Workmans Compensation Insurance	614.48
Total 8018 · Insurance expense	11,593.43
8019 · Write Off Bad Debt	1,360.02
9600 · Interest expense	
Celtic Bank Interest Expense	8,793.90
Credit Card Interest Expense	3,782.31
JSJ Interest Expense	10,903.42
Total 9600 · Interest expense	23,479.63
Total Expense	183,687.15
Net Ordinary Income	-8,103.44
Other Income/Expense	
Other Expense	
9610 · Tax Deductible Contributions	561.00
Total Other Expense	561.00
Net Other Income	-561.00
Net Income	-8,664.44

Form **1065**
Department of the Treasury
Internal Revenue Service**U.S. Return of Partnership Income**

OMB No. 1545-0099

For calendar year 2010, or tax year beginning _____, 2010, ending _____, 20 _____.
▶ See separate instructions.**2010**

A Principal business activity WHS LR MFG GOODS	Print or type.	Name of partnership Off The Wall LLC	D Employer identification number 87-0609925
B Principal product or service Plastic Balast		Number, street, and room or suite no. If a P.O. box, see the instructions. 423 S 600 W	E Date business started 07-01-1999
C Business code number 423990		City or town, state, and ZIP code Salt Lake City, UT 84101	F Total assets (see the instructions) \$ 1,144,591

G Check applicable boxes: (1) ☐ Initial return (2) ☐ Final return (3) ☐ Name change (4) ☐ Address change (5) ☐ Amended return
(6) ☐ Technical termination - also check (1) or (2)

H Check accounting method: (1) ☐ Cash (2) ☒ Accrual (3) ☐ Other (specify) ▶ _____

I Number of Schedules K-1. Attach one for each person who was a partner at any time during the tax year ▶ 7

J Check if Schedules C and M-3 are attached ☐

Caution. Include **only** trade or business income and expenses on lines 1a through 22 below. See the instructions for more information.

I n c o m e	1a Gross receipts or sales	1a	2,574,265		
	b Less returns and allowances	1b		1c	2,574,265
	2 Cost of goods sold (Schedule A, line 8)			2	1,931,052
	3 Gross profit. Subtract line 2 from line 1c			3	643,213
	4 Ordinary income (loss) from other partnerships, estates, and trusts (attach statement)			4	
	5 Net farm profit (loss) (attach Schedule F (Form 1040))			5	
	6 Net gain (loss) from Form 4797, Part II, line 17 (attach Form 4797)			6	
	7 Other income (loss) (attach statement)			7	
	8 Total income (loss). Combine lines 3 through 7			8	643,213
D e d u c t i o n s (see the instructions for limitations)	9 Salaries and wages (other than to partners) (less employment credits)			9	102,754
	10 Guaranteed payments to partners			10	3,855
	11 Repairs and maintenance			11	2,733
	12 Bad debts			12	29,680
	13 Rent			13	26,673
	14 Taxes and licenses		See ATT_PTL	14	8,213
	15 Interest			15	79,004
	16a Depreciation (if required, attach Form 4562)	16a	162,309		
	b Less depreciation reported on Schedule A and elsewhere on return	16b		16c	162,309
	17 Depletion (Do not deduct oil and gas depletion.)			17	
	18 Retirement plans, etc.			18	
	19 Employee benefit programs			19	8,689
20 Other deductions (attach statement)		STM. 04	20	349,824	
21 Total deductions. Add the amounts shown in the far right column for lines 9 through 20			21	773,734	
22 Ordinary business income (loss). Subtract line 21 from line 8			22	(130,521)	

**Sign
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than general partner or limited liability company member manager) is based on all information of which preparer has any knowledge.

▶ Marc Christensen

Signature of general partner or limited liability company member manager

Date

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No**Paid
Preparer
Use Only**

Print/Type preparer's name

David A Fraidenburg

Preparer's signature

Date

03-12-2011

Check ☐ if self-employed

PTIN

P00233781

Firm's name ▶ Fraidenburg and Associates Inc

Firm's EIN ▶ 56-2410252

Firm's address ▶ 8841 Redwood Road Suite C

West Jordan, UT 84088

Phone no. (801) 266-8686

For Paperwork Reduction Act Notice, see separate instructions.

EEA

Form 1065 (2010)

Schedule A Cost of Goods Sold (see the instructions)

1	Inventory at beginning of year	1	387,500
2	Purchases less cost of items withdrawn for personal use	2	1,801,561
3	Cost of labor	3	
4	Additional section 263A costs (attach statement)	4	
5	Other costs (attach statement)	5	
6	Total. Add lines 1 through 5	6	2,189,061
7	Inventory at end of year	7	258,009
8	Cost of goods sold. Subtract line 7 from line 6. Enter here and on page 1, line 2	8	1,931,052

9a Check all methods used for valuing closing inventory:

- (i) ☒ Cost as described in Regulations section 1.471-3
(ii) ☐ Lower of cost or market as described in Regulations section 1.471-4
(iii) ☐ Other (specify method used and attach explanation) ▶

- b Check this box if there was a writedown of "subnormal" goods as described in Regulations section 1.471-2(c) ☐ **Yes** ☐ **No**
c Check this box if the LIFO inventory method was adopted this tax year for any goods (if checked, attach Form 970) ☐ **Yes** ☐ **No**
d Do the rules of section 263A (for property produced or acquired for resale) apply to the partnership? ☐ **Yes** ☐ **No**
e Was there any change in determining quantities, cost, or valuations between opening and closing inventory? ☐ **Yes** ☐ **No**
If "Yes," attach explanation.

Schedule B Other Information

- | | Yes | No |
|--|-----|----|
| 1 What type of entity is filing this return? Check the applicable box:
a <input type="checkbox"/> Domestic general partnership
b <input type="checkbox"/> Domestic limited partnership
c <input checked="" type="checkbox"/> Domestic limited liability company
d <input type="checkbox"/> Domestic limited liability partnership
e <input type="checkbox"/> Foreign partnership
f <input type="checkbox"/> Other ▶ | | |
| 2 At any time during the tax year, was any partner in the partnership a disregarded entity, a partnership (including an entity treated as a partnership), a trust, an S corporation, an estate (other than an estate of a deceased partner), or a nominee or similar person? | | X |
| 3 At the end of the tax year:
a Did any foreign or domestic corporation, partnership (including any entity treated as a partnership), trust, or tax-exempt organization own, directly or indirectly, an interest of 50% or more in the profit, loss, or capital of the partnership? For rules of constructive ownership, see instructions. If "Yes," attach Schedule B-1, Information on Partners Owning 50% or More of the Partnership | | X |
| b Did any individual or estate own, directly or indirectly, an interest of 50% or more in the profit, loss, or capital of the partnership? For rules of constructive ownership, see instructions. If "Yes," attach Schedule B-1, Information on Partners Owning 50% or More of the Partnership | | X |
| 4 At the end of the tax year, did the partnership:
a Own directly 20% or more, or own, directly or indirectly, 50% or more of the total voting power of all classes of stock entitled to vote of any foreign or domestic corporation? For rules of constructive ownership, see instructions. If "Yes," complete (i) through (iv) below | | X |

(i) Name of Corporation	(ii) Employer Identification Number (if any)	(iii) Country of Incorporation	(iv) Percentage Owned in Voting Stock

- b Own directly an interest of 20% or more, or own, directly or indirectly, an interest of 50% or more in the profit, loss, or capital in any foreign or domestic partnership (including an entity treated as a partnership) or in the beneficial interest of a trust? For rules of constructive ownership, see instructions. If "Yes," complete (i) through (v) below ☐ **Yes** ☐ **No**

(i) Name of Entity	(ii) Employer Identification Number (if any)	(iii) Type of Entity	(iv) Country of Organization	(v) Maximum Percentage Owned in Profit, Loss, or Capital

	Yes	No
5 Did the partnership file Form 8893, Election of Partnership Level Tax Treatment, or an election statement under section 6231(a)(1)(B)(ii) for partnership-level tax treatment, that is in effect for this tax year? See Form 8893 for more details		X
6 Does the partnership satisfy all four of the following conditions?		
a The partnership's total receipts for the tax year were less than \$250,000.		
b The partnership's total assets at the end of the tax year were less than \$1 million.		
c Schedules K-1 are filed with the return and furnished to the partners on or before the due date (including extensions) for the partnership return.		
d The partnership is not filing and is not required to file Schedule M-3		X
If "Yes," the partnership is not required to complete Schedules L, M-1, and M-2; Item F on page 1 of Form 1065; or Item L on Schedule K-1.		
7 Is this partnership a publicly traded partnership as defined in section 469(k)(2)?		X
8 During the tax year, did the partnership have any debt that was cancelled, was forgiven, or had the terms modified so as to reduce the principal amount of the debt?		X
9 Has this partnership filed, or is it required to file, Form 8918, Material Advisor Disclosure Statement, to provide information on any reportable transaction?		X
10 At any time during calendar year 2010, did the partnership have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)? See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts. If "Yes," enter the name of the foreign country. ▶		X
11 At any time during the tax year, did the partnership receive a distribution from, or was it the grantor of, or transferor to, a foreign trust? If "Yes," the partnership may have to file Form 3520, Annual Return To Report Transactions With Foreign Trusts and Receipt of Certain Foreign Gifts. See instructions		X
12a Is the partnership making, or had it previously made (and not revoked), a section 754 election? See instructions for details regarding a section 754 election.		X
b Did the partnership make for this tax year an optional basis adjustment under section 743(b) or 734(b)? If "Yes," attach a statement showing the computation and allocation of the basis adjustment. See instructions		X
c Is the partnership required to adjust the basis of partnership assets under section 743(b) or 734(b) because of a substantial built-in loss (as defined under section 743(d)) or substantial basis reduction (as defined under section 734(d))? If "Yes," attach a statement showing the computation and allocation of the basis adjustment. See instructions		X
13 Check this box if, during the current or prior tax year, the partnership distributed any property received in a like-kind exchange or contributed such property to another entity (other than entities wholly-owned by the partnership throughout the tax year) ▶ <input type="checkbox"/>		
14 At any time during the tax year, did the partnership distribute to any partner a tenancy-in-common or other undivided interest in partnership property?		X
15 If the partnership is required to file Form 8858, Information Return of U.S. Persons With Respect To Foreign Disregarded Entities, enter the number of Forms 8858 attached. See instructions ▶		
16 Does the partnership have any foreign partners? If "Yes," enter the number of Forms 8805, Foreign Partner's Information Statement of Section 1446 Withholding Tax, filed for this partnership. ▶		X
17 Enter the number of Forms 8865, Return of U.S. Persons With Respect to Certain Foreign Partnerships, attached to this return. ▶ 0		

Designation of Tax Matters Partner (see instructions)

Enter below the general partner designated as the tax matters partner (TMP) for the tax year of this return:

Name of designated TMP ▶	Marc Christensen	Identifying number of TMP ▶	518-04-7924
If the TMP is an entity, name of TMP representative ▶		Phone number of TMP ▶	
Address of designated TMP ▶	77 East Girard Ave Salt Lake City, UT 84103		

Form 1065 (2010)

Off The Wall LLC

87-0609925

Page 4

Schedule K Partners' Distributive Share Items		Total amount	
Income (Loss)	1 Ordinary business income (loss) (page 1, line 22)	1	(130,521)
	2 Net rental real estate income (loss) (attach Form 8825)	2	
	3a Other gross rental income (loss)	3a	
	b Expenses from other rental activities (attach statement)	3b	
	c Other net rental income (loss). Subtract line 3b from line 3a	3c	
	4 Guaranteed payments	4	3,855
	5 Interest income	5	
	6 Dividends: a Ordinary dividends	6a	
	b Qualified dividends	6b	
	7 Royalties	7	
	8 Net short-term capital gain (loss) (attach Schedule D (Form 1065))	8	
9a Net long-term capital gain (loss) (attach Schedule D (Form 1065))	9a		
b Collectibles (28%) gain (loss)	9b		
c Unrecaptured section 1250 gain (attach statement)	9c		
10 Net section 1231 gain (loss) (attach Form 4797)	10		
11 Other income (loss) (see instructions) Type ▶	11		
Deductions	12 Section 179 deduction (attach Form 4562)	12	
	13a Contributions STM. 12	13a	1,468
	b Investment interest expense	13b	
	c Section 59(e)(2) expenditures: (1) Type ▶ (2) Amount ▶	13c(2)	
d Other deductions (see instructions) Type ▶ STM 14	13d	3,855	
Self-Employment	14a Net earnings (loss) from self-employment	14a	(46,135)
	b Gross farming or fishing income	14b	
	c Gross nonfarm income	14c	246,351
Credits	15a Low-income housing credit (section 42(j)(5))	15a	
	b Low-income housing credit (other)	15b	
	c Qualified rehabilitation expenditures (rental real estate) (attach Form 3468)	15c	
	d Other rental real estate credits (see instructions) Type ▶	15d	
	e Other rental credits (see instructions) Type ▶	15e	
	f Other credits (see instructions) Type ▶	15f	
Foreign Transactions	16a Name of country or U.S. possession ▶		
	b Gross income from all sources	16b	
	c Gross income sourced at partner level	16c	
	Foreign gross income sourced at partnership level		
	d Passive category ▶ e General category ▶ f Other ▶	16f	
	Deductions allocated and apportioned at partner level		
	g Interest expense ▶ h Other ▶	16h	
	Deductions allocated and apportioned at partnership level to foreign source income		
	i Passive category ▶ j General category ▶ k Other ▶	16k	
	l Total foreign taxes (check one): ▶ Paid <input type="checkbox"/> Accrued <input type="checkbox"/>	16l	
m Reduction in taxes available for credit (attach statement)	16m		
n Other foreign tax information (attach statement)			
Alternative Minimum Tax (AMT) Items	17a Post-1986 depreciation adjustment	17a	(12,565)
	b Adjusted gain or loss	17b	
	c Depletion (other than oil and gas)	17c	
	d Oil, gas, and geothermal properties-gross income	17d	
	e Oil, gas, and geothermal properties-deductions	17e	
	f Other AMT items (attach statement)	17f	
Other Information	18a Tax-exempt interest income	18a	
	b Other tax-exempt income	18b	
	c Nondeductible expenses	18c	19,449
	19a Distributions of cash and marketable securities	19a	94,248
	b Distributions of other property	19b	
	20a Investment income	20a	
b Investment expenses	20b		
c Other items and amounts (attach statement)			

Analysis of Net Income (Loss) Document Page 13 of 37

1 Net income (loss). Combine Schedule K, lines 1 through 11. From the result, subtract the sum of Schedule K, lines 12 through 13d, and 16l					1	(131,989)
2 Analysis by partner type:	(i) Corporate	(ii) Individual (active)	(iii) Individual (passive)	(iv) Partnership	(v) Exempt organization	(vi) Nominee/Other
a General partners						
b Limited partners		(67,630)	(47,174)	(17,185)		

Schedule L Balance Sheets per Books		Beginning of tax year		End of tax year	
Assets		(a)	(b)	(c)	(d)
1 Cash			8,264		22,437
2 a Trade notes and accounts receivable		580,473		351,465	
b Less allowance for bad debts			580,473		351,465
3 Inventories			387,500		258,009
4 U.S. government obligations					
5 Tax-exempt securities					
6 Other current assets (attach statement)					
7 Mortgage and real estate loans					
8 Other investments (attach statement)	STM 28				500
9 a Buildings and other depreciable assets		993,373		1,094,256	
b Less accumulated depreciation		707,503	285,870	869,812	224,444
10 a Depletable assets					
b Less accumulated depletion					
11 Land (net of any amortization)					
12 a Intangible assets (amortizable only)		498,191		534,242	
b Less accumulated amortization		179,416	318,775	246,506	287,736
13 Other assets (attach statement)	STM 29				
14 Total assets			1,580,882		1,144,591
Liabilities and Capital					
15 Accounts payable			585,056		572,192
16 Mortgages, notes, bonds payable in less than 1 year			38,420		53,507
17 Other current liabilities (attach statement)					
18 All nonrecourse loans					
19 Mortgages, notes, bonds payable in 1 year or more					
20 Other liabilities (attach statement)	STM 32		1,075,446		829,255
21 Partners' capital accounts			(118,040)		(310,363)
22 Total liabilities and capital			1,580,882		1,144,591

Schedule M-1 Reconciliation of Income (Loss) per Books With Income (Loss) per Return

Note. Schedule M-3 may be required instead of Schedule M-1 (see instructions).

1 Net income (loss) per books	(151,438)	6 Income recorded on books this year not included on Schedule K, lines 1 through 11 (itemize):	
2 Income included on Schedule K, lines 1, 2, 3c, 5, 6a, 7, 8, 9a, 10, and 11, not recorded on books this year (itemize):		a Tax-exempt interest \$	
3 Guaranteed payments (other than health insurance)		7 Deductions included on Schedule K, lines 1 through 13d, and 16l, not charged against book income this year (itemize):	
4 Expenses recorded on books this year not included on Schedule K, lines 1 through 13d, and 16l (itemize):		a Depreciation \$	
a Depreciation \$		8 Add lines 6 and 7	
b Travel and entertainment \$ 14,857		9 Income (loss) (Analysis of Net Income (Loss), line 1). Subtract line 8 from line 5	(131,989)
STM 35 4,592	19,449		
5 Add lines 1 through 4	(131,989)		

Schedule M-2 Analysis of Partners' Capital Accounts

1 Balance at beginning of year	(118,039)	6 Distributions: a Cash	94,248
2 Capital contributed: a Cash		b Property	
b Property		7 Other decreases (itemize):	
3 Net income (loss) per books	(151,438)		
4 Other increases (itemize):		8 Add lines 6 and 7	94,248
STM 38 53,362	53,362	9 Balance at end of year. Subtract line 8 from line 5	(310,363)
5 Add lines 1 through 4	(216,115)		

2010

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Amended K-1

OMB No. 1545-0099

**Schedule K-1
(Form 1065)**Department of the Treasury
Internal Revenue Service

For calendar year 2010, or tax

year beginning _____, 2010
ending _____, 20 ____**Partner's Share of Income, Deductions,
Credits, etc.**

▶ See page 2 of form and separate instructions.

Part I Information About the Partnership**A** Partnership's employer identification number

87-0609925

B Partnership's name, address, city, state, and ZIP code

Off The Wall LLC

423 S 600 W

Salt Lake City, UT 84101

C IRS Center where partnership filed return

Ogden

D ☐ Check if this is a publicly traded partnership (PTP)**Part II Information About the Partner****E** Partner's identifying number

518-04-7924

F Partner's name, address, city, state, and ZIP code

Marc Christensen

77 East Girard Ave

Salt Lake City, UT 84103

G ☒ General partner or LLC
member-manager☐ Limited partner or other LLC
member**H** ☒ Domestic partner☐ Foreign partner**I** What type of entity is this partner? INDIVIDUAL**J** Partner's share of profit, loss, and capital (see instructions):

	Beginning		Ending	
Profit	38.3000000	%	38.3000000	%
Loss	38.3000000	%	38.3000000	%
Capital	38.3000000	%	38.3000000	%

K Partner's share of liabilities at year end:

Nonrecourse\$
Qualified nonrecourse financing\$
Recourse	.....\$ 1,454,954

L Partner's capital account analysis:

Beginning capital account	.....\$ (130,135)
Capital contributed during the year\$
Current year increase (decrease)	.....\$ (4,639)
Withdrawals & distributions	.....\$ ( 58,173)
Ending capital account	.....\$ (192,947)

☐ Tax basis
☐ Other (explain)
☐ GAAP☐ Section 704(b) book**M** Did the partner contribute property with a built-in gain or loss?☐ Yes ☒ No

If "Yes", attach statement (see instructions)

**Part III Partner's Share of Current Year Income,
Deductions, Credits, and Other Items****1** Ordinary business income (loss) **15** Credits
(49,990)**2** Net rental real estate income (loss)**3** Other net rental income (loss) **16** Foreign transactions**4** Guaranteed payments

3,855

5 Interest income**6a** Ordinary dividends**6b** Qualified dividends**7** Royalties**8** Net short-term capital gain (loss)**9a** Net long-term capital gain (loss)**17** Alternative minimum tax (AMT) items
A (4,812)**9b** Collectibles (28%) gain (loss)**9c** Unrecaptured section 1250 gain**10** Net section 1231 gain (loss)**18** Tax-exempt income and
nondeductible expenses**11** Other income (loss)

C 7,449

12 Section 179 deduction**19** Distributions**13** Other deductions

A 562

M 3,855

A 58,173

20 Other information**14** Self-employment earnings (loss)

A (46,135)

C 246,351

*See attached statement for additional information.

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**Schedule K-1
(Form 1065)**Department of the Treasury
Internal Revenue Service

For calendar year 2010, or tax

year beginning _____, 2010

ending _____, 20 ____

**Partner's Share of Income, Deductions,
Credits, etc.**

▶ See page 2 of form and separate instructions.

Part I Information About the Partnership**A** Partnership's employer identification number

87-0609925

B Partnership's name, address, city, state, and ZIP code

Off The Wall LLC

423 S 600 W

Salt Lake City, UT 84101

C IRS Center where partnership filed return

Ogden

D ☐ Check if this is a publicly traded partnership (PTP)**Part II Information About the Partner****E** Partner's identifying number

87-0560113

F Partner's name, address, city, state, and ZIP code

DSM Ventures

c/o Steve Marsden

Salt Lake City, UT 84101

G ☐ General partner or LLC
member-manager☒ Limited partner or other LLC
member**H** ☒ Domestic partner☐ Foreign partner**I** What type of entity is this partner? LLC - PARTNERSHIP**J** Partner's share of profit, loss, and capital (see instructions):

	Beginning		Ending	
Profit	13.0200000	%	13.0200000	%
Loss	13.0200000	%	13.0200000	%
Capital	13.0200000	%	13.0200000	%

K Partner's share of liabilities at year end:

Nonrecourse\$
Qualified nonrecourse financing\$
Recourse\$

L Partner's capital account analysis:

Beginning capital account	.....\$	35,658
Capital contributed during the year\$	
Current year increase (decrease)	.....\$	(19,717)
Withdrawals & distributions\$ ()
Ending capital account	.....\$	15,941

☐ Tax basis
☐ Other (explain)
☐ GAAP☐ Section 704(b) book**M** Did the partner contribute property with a built-in gain or loss?☐ Yes☒ No

If "Yes", attach statement (see instructions)

**Part III Partner's Share of Current Year Income,
Deductions, Credits, and Other Items**

1 Ordinary business income (loss) (16,994)	15 Credits
2 Net rental real estate income (loss)	
3 Other net rental income (loss)	16 Foreign transactions
4 Guaranteed payments	
5 Interest income	
6a Ordinary dividends	
6b Qualified dividends	
7 Royalties	
8 Net short-term capital gain (loss)	
9a Net long-term capital gain (loss)	17 Alternative minimum tax (AMT) items A (1,636)
9b Collectibles (28%) gain (loss)	
9c Unrecaptured section 1250 gain	
10 Net section 1231 gain (loss)	18 Tax-exempt income and nondeductible expenses C 2,532
11 Other income (loss)	
12 Section 179 deduction	19 Distributions
13 Other deductions A 191	
14 Self-employment earnings (loss)	20 Other information

*See attached statement for additional information.

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2010

**Schedule K-1
(Form 1065)**Department of the Treasury
Internal Revenue Service

For calendar year 2010, or tax

year beginning _____, 2010

ending _____, 20 ____

**Partner's Share of Income, Deductions,
Credits, etc.**

▶ See page 2 of form and separate instructions.

Part I Information About the Partnership**A** Partnership's employer identification number

87-0609925

B Partnership's name, address, city, state, and ZIP code

Off The Wall LLC

423 S 600 W

Salt Lake City, UT 84101

C IRS Center where partnership filed return

Ogden

D ☐ Check if this is a publicly traded partnership (PTP)**Part II Information About the Partner****E** Partner's identifying number

483-76-4761

F Partner's name, address, city, state, and ZIP code

Jon Dorfman

11 E 68th St Apt 11PH

New York, NY 10021

G ☐ General partner or LLC
member-manager☒ Limited partner or other LLC
member**H** ☒ Domestic partner☐ Foreign partner**I** What type of entity is this partner? INDIVIDUAL**J** Partner's share of profit, loss, and capital (see instructions):

	Beginning		Ending	
Profit	15.5100000	%	15.5100000	%
Loss	15.5100000	%	15.5100000	%
Capital	15.5100000	%	15.5100000	%

K Partner's share of liabilities at year end:

Nonrecourse\$
Qualified nonrecourse financing\$
Recourse\$

L Partner's capital account analysis:

Beginning capital account	.....\$	31,284
Capital contributed during the year\$	
Current year increase (decrease)	.....\$	(23,489)
Withdrawals & distributions\$	()
Ending capital account	.....\$	7,795

☐ Tax basis☐ GAAP☐ Section 704(b) book☐ Other (explain)**M** Did the partner contribute property with a built-in gain or loss?☐ Yes☒ No

If "Yes", attach statement (see instructions)

**Part III Partner's Share of Current Year Income,
Deductions, Credits, and Other Items****1** Ordinary business income (loss)
(20,244)**15** Credits**2** Net rental real estate income (loss)**3** Other net rental income (loss)**16** Foreign transactions**4** Guaranteed payments**5** Interest income**6a** Ordinary dividends**6b** Qualified dividends**7** Royalties**8** Net short-term capital gain (loss)**9a** Net long-term capital gain (loss)**17** Alternative minimum tax (AMT) items
A (1,949)**9b** Collectibles (28%) gain (loss)**9c** Unrecaptured section 1250 gain**10** Net section 1231 gain (loss)**18** Tax-exempt income and
nondeductible expenses**11** Other income (loss)**C** 3,017**12** Section 179 deduction**19** Distributions**13** Other deductions**A** 228**20** Other information**14** Self-employment earnings (loss)

*See attached statement for additional information.

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Schedule K-1 (Form 1065)

Department of the Treasury Internal Revenue Service

For calendar year 2010, or tax

year beginning 2010 ending 20

Partner's Share of Income, Deductions, Credits, etc.

See page 2 of form and separate instructions.

Part I Information About the Partnership

A Partnership's employer identification number 87-0609925

B Partnership's name, address, city, state, and ZIP code Off The Wall LLC 423 S 600 W Salt Lake City, UT 84101

C IRS Center where partnership filed return Ogden

D Check if this is a publicly traded partnership (PTP)

Part II Information About the Partner

E Partner's identifying number 212-92-5000

F Partner's name, address, city, state, and ZIP code Kevin Bespolka 10612 Charleston Dr Vero Beach, FL 32963

G General partner or LLC member-manager Limited partner or other LLC member

H Domestic partner Foreign partner

I What type of entity is this partner? INDIVIDUAL

J Partner's share of profit, loss, and capital (see instructions):

	Beginning		Ending	
Profit	14.9300000	%	14.9300000	%
Loss	14.9300000	%	14.9300000	%
Capital	14.9300000	%	14.9300000	%

K Partner's share of liabilities at year end:

Nonrecourse \$

Qualified nonrecourse financing \$

Recourse \$

L Partner's capital account analysis:

Beginning capital account \$ 23,140

Capital contributed during the year \$

Current year increase (decrease) \$ (22,610)

Withdrawals & distributions \$ ()

Ending capital account \$ 530

Tax basis GAAP Section 704(b) book

Other (explain)

M Did the partner contribute property with a built-in gain or loss?

Yes No

If "Yes", attach statement (see instructions)

Part III Partner's Share of Current Year Income, Deductions, Credits, and Other Items

1 Ordinary business income (loss) (19,487)	15 Credits
2 Net rental real estate income (loss)	
3 Other net rental income (loss)	16 Foreign transactions
4 Guaranteed payments	
5 Interest income	
6a Ordinary dividends	
6b Qualified dividends	
7 Royalties	
8 Net short-term capital gain (loss)	
9a Net long-term capital gain (loss)	17 Alternative minimum tax (AMT) items A (1,876)
9b Collectibles (28%) gain (loss)	
9c Unrecaptured section 1250 gain	
10 Net section 1231 gain (loss)	18 Tax-exempt income and nondeductible expenses C 2,904
11 Other income (loss)	
12 Section 179 deduction	19 Distributions
13 Other deductions A 219	20 Other information
14 Self-employment earnings (loss)	

*See attached statement for additional information.

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Schedule K-1
(Form 1065)

Department of the Treasury
Internal Revenue Service

For calendar year 2010, or tax

year beginning _____, 2010
ending _____, 20

Partner's Share of Income, Deductions,
Credits, etc.

▶ See page 2 of form and separate instructions.

Part I Information About the Partnership

A Partnership's employer identification number

87-0609925

B Partnership's name, address, city, state, and ZIP code

Off The Wall LLC

423 S 600 W

Salt Lake City, UT 84101

C IRS Center where partnership filed return

Ogden

D ☐ Check if this is a publicly traded partnership (PTP)

Part II Information About the Partner

E Partner's identifying number

611-94-0361

F Partner's name, address, city, state, and ZIP code

Wenbo Li

734 Nibley View Ct

Salt Lake City, UT 84106

G ☐ General partner or LLC
member-manager

☒ Limited partner or other LLC
member

H ☒ Domestic partner

☐ Foreign partner

I What type of entity is this partner? INDIVIDUAL

J Partner's share of profit, loss, and capital (see instructions):

	Beginning		Ending	
Profit	5.3000000	%	5.3000000	%
Loss	5.3000000	%	5.3000000	%
Capital	5.3000000	%	5.3000000	%

K Partner's share of liabilities at year end:

Nonrecourse \$
Qualified nonrecourse financing \$
Recourse \$

L Partner's capital account analysis:

Beginning capital account \$ 4,467
Capital contributed during the year . . \$
Current year increase (decrease) . . . \$ (8,027)
Withdrawals & distributions \$ (
Ending capital account \$ (3,560)

☐ Tax basis ☐ GAAP ☐ Section 704(b) book
☐ Other (explain)

M Did the partner contribute property with a built-in gain or loss?

☐ Yes ☒ No

If "Yes", attach statement (see instructions)

Part III Partner's Share of Current Year Income,
Deductions, Credits, and Other Items

1 Ordinary business income (loss)	15 Credits
(6,918)	
2 Net rental real estate income (loss)	
3 Other net rental income (loss)	16 Foreign transactions
4 Guaranteed payments	
5 Interest income	
6a Ordinary dividends	
6b Qualified dividends	
7 Royalties	
8 Net short-term capital gain (loss)	
9a Net long-term capital gain (loss)	17 Alternative minimum tax (AMT) items
9b Collectibles (28%) gain (loss)	A (666)
9c Unrecaptured section 1250 gain	
10 Net section 1231 gain (loss)	18 Tax-exempt income and nondeductible expenses
11 Other income (loss)	C 1,031
12 Section 179 deduction	19 Distributions
13 Other deductions	
A 78	20 Other information
14 Self-employment earnings (loss)	

*See attached statement for additional information.

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2010

**Schedule K-1
(Form 1065)**Department of the Treasury
Internal Revenue Service

For calendar year 2010, or tax

year beginning _____, 2010

ending _____, 20 ____

**Partner's Share of Income, Deductions,
Credits, etc.**

▶ See page 2 of form and separate instructions.

**Part III Partner's Share of Current Year Income,
Deductions, Credits, and Other Items**

1 Ordinary business income (loss) (9,202)	15 Credits
2 Net rental real estate income (loss)	
3 Other net rental income (loss)	16 Foreign transactions
4 Guaranteed payments	
5 Interest income	
6a Ordinary dividends	
6b Qualified dividends	
7 Royalties	
8 Net short-term capital gain (loss)	
9a Net long-term capital gain (loss)	17 Alternative minimum tax (AMT) items A (886)
9b Collectibles (28%) gain (loss)	
9c Unrecaptured section 1250 gain	
10 Net section 1231 gain (loss)	18 Tax-exempt income and nondeductible expenses C 1,371
11 Other income (loss)	
12 Section 179 deduction	19 Distributions
13 Other deductions A 103	
14 Self-employment earnings (loss)	20 Other information

Part I Information About the Partnership

A Partnership's employer identification number
87-0609925

B Partnership's name, address, city, state, and ZIP code
Off The Wall LLC

423 S 600 W
Salt Lake City, UT 84101

C IRS Center where partnership filed return
Ogden

D ☐ Check if this is a publicly traded partnership (PTP)

Part II Information About the Partner

E Partner's identifying number
373-76-5024

F Partner's name, address, city, state, and ZIP code
Amy Bowen

529 S 1100 E
Salt Lake City, UT 84102

G ☐ General partner or LLC member-manager ☒ Limited partner or other LLC member

H ☒ Domestic partner ☐ Foreign partner

I What type of entity is this partner? INDIVIDUAL

J Partner's share of profit, loss, and capital (see instructions):

	Beginning		Ending	
Profit	7.0500000	%	7.0500000	%
Loss	7.0500000	%	7.0500000	%
Capital	7.0500000	%	7.0500000	%

K Partner's share of liabilities at year end:

Nonrecourse \$

Qualified nonrecourse financing \$

Recourse \$

L Partner's capital account analysis:

Beginning capital account \$ (58,722)

Capital contributed during the year \$

Current year increase (decrease) \$ (10,676)

Withdrawals & distributions \$ ()

Ending capital account \$ (69,398)

☐ Tax basis ☐ GAAP ☐ Section 704(b) book

☐ Other (explain)

M Did the partner contribute property with a built-in gain or loss?

☐ Yes ☒ No

If "Yes", attach statement (see instructions)

*See attached statement for additional information.

FOR USE ONLY

2010

Amended K-1

OMB No. 1545-0099

**Schedule K-1
(Form 1065)**Department of the Treasury
Internal Revenue Service

For calendar year 2010, or tax

year beginning _____, 2010

ending _____, 20 ____

**Partner's Share of Income, Deductions,
Credits, etc.**

▶ See page 2 of form and separate instructions.

Part I Information About the Partnership**A** Partnership's employer identification number

87-0609925

B Partnership's name, address, city, state, and ZIP code

Off The Wall LLC

423 S 600 W

Salt Lake City, UT 84101

C IRS Center where partnership filed return

Ogden

D ☐ Check if this is a publicly traded partnership (PTP)**Part II Information About the Partner****E** Partner's identifying number

528-67-0773

F Partner's name, address, city, state, and ZIP code

Raegan Dyke

537 N West Capitol

Salt Lake City, UT 84103

G ☐ General partner or LLC
member-manager☒ Limited partner or other LLC
member**H** ☒ Domestic partner☐ Foreign partner**I** What type of entity is this partner? INDIVIDUAL**J** Partner's share of profit, loss, and capital (see instructions):

	Beginning		Ending	
Profit	5.8900000	%	5.8900000	%
Loss	5.8900000	%	5.8900000	%
Capital	5.8900000	%	5.8900000	%

K Partner's share of liabilities at year end:

Nonrecourse	0
Qualified nonrecourse financing	0
Recourse	0

L Partner's capital account analysis:

Beginning capital account	(23,731)
Capital contributed during the year	
Current year increase (decrease)	(8,918)
Withdrawals & distributions	36,075
Ending capital account	(68,724)

☐ Tax basis
☐ Other (explain)☐ GAAP☐ Section 704(b) book**M** Did the partner contribute property with a built-in gain or loss?☐ Yes☒ No

If "Yes", attach statement (see instructions)

**Part III Partner's Share of Current Year Income,
Deductions, Credits, and Other Items**

1 Ordinary business income (loss) (7,686)	15 Credits
2 Net rental real estate income (loss)	
3 Other net rental income (loss)	16 Foreign transactions
4 Guaranteed payments	
5 Interest income	
6a Ordinary dividends	
6b Qualified dividends	
7 Royalties	
8 Net short-term capital gain (loss)	
9a Net long-term capital gain (loss)	17 Alternative minimum tax (AMT) items A (740)
9b Collectibles (28%) gain (loss)	
9c Unrecaptured section 1250 gain	
10 Net section 1231 gain (loss)	18 Tax-exempt income and nondeductible expenses C 1,145
11 Other income (loss)	
12 Section 179 deduction	19 Distributions A 36,075
13 Other deductions A 87	20 Other information
14 Self-employment earnings (loss)	

*See attached statement for additional information.

FOR
IRS
USE
ONLY

Document Page 21 of 37 (Including Information on Listed Property)

2010

Attachment
Sequence No. 67Department of the Treasury
Internal Revenue Service (99)

▶ See separate instructions.

▶ Attach to your tax return.

Name(s) shown on return

Business or activity to which this form relates

Identifying number

Off The Wall LLC

FORM 1065

87-0609925

Part I Election To Expense Certain Property Under Section 179

Note: If you have any listed property, complete Part V before you complete Part I.

1	Maximum amount (see the instructions)	1	
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	
4	Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property. Enter the amount from line 29	7	
8	Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction. Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2009 Form 4562	10	
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5 (see instructions)	11	
12	Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2011. Add lines 9 and 10, less line 12	13	

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property.) (See instructions.)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	83,448
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	21,297

Part III MACRS Depreciation (Do not include listed property.) (See instructions.)**Section A**

17	MACRS deductions for assets placed in service in tax years beginning before 2010	17	55,125
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here <input type="checkbox"/>		

Section B - Assets Placed in Service During 2010 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only-see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property		1,397	3	HY	S/L	233
b 5-year property STM 50						64
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs.		S/L	
h Residential rental property			27.5 yrs.	MM	S/L	
i Nonresidential real property			27.5 yrs.	MM	S/L	
			39 yrs.	MM	S/L	

Section C - Assets Placed in Service During 2010 Tax Year Using the Alternative Depreciation System

(a) Class life	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only-see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
20a 12-year			12 yrs.		S/L	
c 40-year			40 yrs.	MM	S/L	

Part IV Summary (See instructions.)

21	Listed property. Enter amount from line 28	21	2,142
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations - see instructions	22	162,309
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V Listed Property (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)

Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

Section A - Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles.)

24a Do you have evidence to support the business/investment use claimed?				Yes	No	24b If "Yes," is the evidence written?				Yes	No
(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/Convention	(h) Depreciation deduction	(i) Elected section 179 cost			
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions)								25			
26 Property used more than 50% in a qualified business use:											
Auto - Volvo	20101124	70 %	16,120	11,284	5	200 DB-HY	2,142				
		%									
		%									
27 Property used 50% or less in a qualified business use:											
		%				S/L-					
		%				S/L-					
		%				S/L-					
28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1							28	2,142			
29 Add amounts in column (i), line 26. Enter here and on line 7, page 1								29			

Section B - Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

	(a) Vehicle 1		(b) Vehicle 2		(c) Vehicle 3		(d) Vehicle 4		(e) Vehicle 5		(f) Vehicle 6	
30 Total business/investment miles driven during the year (do not include commuting miles)												
31 Total commuting miles driven during the year												
32 Total other personal (noncommuting) miles driven												
33 Total miles driven during the year. Add lines 30 through 32												
34 Was the vehicle available for personal use during off-duty hours?	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons (see instructions).

37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?	Yes	No
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use? (See instructions.)		

Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles.

Part VI Amortization

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2010 tax year (see instructions):					
Patent 2010	2010-07-01	38,612	AMT	15	1,287
43 Amortization of costs that began before your 2010 tax year					65,803
44 Total. Add amounts in column (f). See the instructions for where to report					67,090

Department of the Treasury
Internal Revenue Service

For calendar year 2010, or tax year beginning _____, 2010, ending _____, 20_____.
▶ See instructions. Do not send to the IRS. Keep for your records.

2010

Name of partnership

Off The Wall LLC

Employer identification number

87-0609925

Part I Tax Return Information (Whole dollars only)

1	Gross receipts or sales less returns and allowances (Form 1065, line 1c)	1	2,574,265
2	Gross profit (Form 1065, line 3)	2	643,213
3	Ordinary business income (loss) (Form 1065, line 22)	3	(130,521)
4	Net rental real estate income (loss) (Form 1065, Schedule K, line 2)	4	
5	Other net rental income (loss) (Form 1065, Schedule K, line 3c)	5	

Part II Declaration and Signature Authorization of General Partner or Limited Liability Company Member Manager (Be sure to get a copy of the partnership's return)

Under penalties of perjury, I declare that I am a general partner or limited liability company member manager of the above partnership and that I have examined a copy of the partnership's 2010 electronic return of partnership income and accompanying schedules and statements and to the best of my knowledge and belief, it is true, correct, and complete. I further declare that the amounts in Part I above are the amounts shown on the copy of the partnership's electronic tax return. I consent to allow my electronic return originator (ERO), transmitter, or intermediate service provider to send the partnership's return to the IRS and to receive from the IRS (a) an acknowledgement of receipt or reason for rejection of the transmission and (b) the reason for any delay in processing the return. I have selected a personal identification number (PIN) as my signature for the partnership's electronic income tax return.

General Partner or Limited Liability Company Member Manager's PIN: check one box only

☒ I authorize Fraidenburg and Associates I to enter my PIN 06617 as my signature
ERO firm name do not enter all zeros
on the partnership's 2010 electronically filed income tax return.

☐ As a general partner or limited liability company member manager of the partnership, I will enter my PIN as my signature on the partnership's 2010 electronically filed income tax return.

General partner or limited liability company member manager's signature ▶

Title ▶ Managing Member

Date ▶ 03-11-2011

Part III Certification and Authentication

ERO's EFIN/PIN. Enter your six-digit EFIN followed by your five-digit self-selected PIN.

870099 06617

do not enter all zeros

I certify that the above numeric entry is my PIN, which is my signature on the 2010 electronically filed income tax return for the partnership indicated above. I confirm that I am submitting this return in accordance with the requirements of Pub. 3112, IRS e-file Application and Participation, and Pub. 4163, Modernized e-File (MeF) Information for Authorized IRS e-file Providers for Business Returns.

ERO's signature ▶ David A Fraidenburg

Date ▶ 03-12-2011

**ERO Must Retain This Form - See Instructions
Do Not Submit This Form to the IRS Unless Requested To Do So**

Document Page 24 of 37
Federal Supporting Statements

2010 PG01

Name(s) as shown on return

FEIN

Off The Wall LLC

87-0609925

Form 1065 Line 20 - Other Deductions

STM 04

DESCRIPTION	AMOUNT
Accounting	4,543
Amortization	67,090
Automobile and truck expense	7,204
Consulting	10,080
Dues and subscriptions	76
Education and training	3,000
Insurance	36,498
Legal and professional	14,564
Marketing	75,728
Meals and entertainment @ 50% limitation	14,857
Office expense	10,285
Postage/Shipping	817
Telephone	16,496
Travel	28,550
Utilities	2,567
R and D	500
Freight and Handling	310
Payment Discount Expense	298
Other	311
Collection Expense	60
Employee reimbursements	50
Bank Fees	41,692
Alarm	202
Miscellaneous expense	52
Rental Expenses	235
Merchant fees	13,759
TOTAL	349,824

Form 1065, Schedule K, Line 13a

PG01
STM 12

Description	Amount
Cash Contributions (50%)	1,468
Total	1,468

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Federal Supporting Statements

2010 PG01

Name(s) as shown on return

FEIN

Off The Wall LLC

87-0609925

Form 1065, Schedule K, Line 13d

STM 14

Description	Amount
Amounts Paid for Medical Insurance	3,855
Total	3,855

Form 1065, Schedule L, Line 8

PG01
STM 28

Other Investments

Description	Beg Of Year	End Of Year
Distillery		500
Total		500

Form 1065, Schedule L, Line 13

PG01
STM 29

Other Assets

Description	Beg Of Year	End Of Year
Total		

Form 1065, Schedule L, Line 20

PG01
STM 32

Other Liabilities

Description	Beg Of Year	End Of Year
JSL Global Debt	447,426	373,324
LOC	484,824	307,146
Equipment Leases	143,196	148,785
Total	1,075,446	829,255

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Federal Supporting Statements

2010 PG01

Name(s) as shown on return

FEIN

Off The Wall LLC

87-0609925

Form 1065, Schedule M-1, Line 4b

STM 35

Description
Nondeductible Expenses

Amount

4,592

Total

4,592

Form 1065, Schedule M-2, Line 4

PG01
STM 38Description
Prior Period Adjustments

Amount

53,362

Total

53,362

IRC Sec 174(b) Election

PG01

UNFORMATTED STATEMENT

Election to amortize Certain R&D Expenses:
Pursuant to IRC Section 174(b), the taxpayer elects to amortize certain research and development expenses. See Sch 4562 and/or other depreciation schedules for specific costs and amortization periods.

FORM 4562 - LINE 19B

PG01
STM 50

BASIS	RP	CV	METHOD	DEDUCTION
105	5	HY	200 DB	21
215	5	HY	200 DB	43
TOTALS				64

Document Page 27 of 37
Federal Supporting Statements**2010** STM 99

Name(s) as shown on return

FEIN

Off The Wall LLC

87-0609925

THE TAXPAYER MAKES THE FOLLOWING ELECTIONS RELATED TO BONUS
DEPRECIATION FOR THE 2010 TAX YEAR

CLASS LIFE	BONUS	NO BONUS
3 YEAR	X	
5 YEAR	X	
7 YEAR	X	
10 YEAR	X	
15 YEAR	X	
20 YEAR	X	

1065

Document Page 28 of 37
Overflow Statement2010
Page 1

Name(s) as shown on return

FEIN

Off The Wall LLC

87-0609925

Other Increases

Description	Amount
Ordinary Loss	\$ (49,990)
Charitable Donation	(562)
Non Deductible Expenses	(7,449)
Prior Period Adjustments	53,362
Total:	\$ -4,639

Auto Expense

Description	Amount
Fuel	\$ 1,278
Lease	4,971
Maintenance	1,095
Other	317
Auto Lease Inclusion	(457)
Total:	\$ 7,204

Employee Benefits

Description	Amount
Health Insurance	\$ 6,131
Other employee benefits	2,558
Total:	\$ 8,689

2010
PAGE 1

Depreciation Detail Listing

FORM 1065

For your records only

Name(s) as shown on return

Off The Wall LLC

Social security number/EIN

87-0609925

No.	Description	Date	Cost	Salvage	Business percentage	Section 179	Depreciation Basis	Life	Method	Rate	Current depr.	Accumulated Depreciation	Prior expense	Bonus depreciation	AMT Current
1	Office Equipment	20000701	640		100.00		640	7		0		640			
2	Signage	20040731	252		100.00		252	5		0		252			
3	Banner	20040928	356		100.00		356	5		0		356			
4	Computer	20040901	159		100.00		159	5		0		159			
5	Toshiba Laptop	20040828	2,199		100.00		2,199	5		0		2,199			
6	Toshiba Satellite	20040928	1,673		100.00		1,673	5		0		1,673			
7	Cell Phone	20040817	128		100.00		128	5		0		128			
8	Shelving	20050623	1,641		100.00		1,641	5	200 DB HY	5.76	95	1,198			
9	Office Equipment	20050715	257		100.00		257	5	200 DB HY	5.76	15	163			
10	Equipment	20050731	2,399		100.00		2,399	5	200 DB HY	5.76	138	1,511			
11	Office Equipment	20050805	193		100.00		193	5	200 DB HY	5.76	11	121			
12	Furniture and Fixture	20050830	934		100.00		934	5	200 DB HY	5.76	54	589			
13	Xerox Workcenter	20051208	15,878		100.00		15,878	5	200 DB MQ	9.58	1,521	9,844			
14	Abex Table	20050224	697		100.00		697	5	200 DB MQ	1.38	10	517			
15	New Header	20050331	458		100.00		458	5	200 DB MQ	1.38	6	337			
16	Mold	20020827	4,960		100.00		4,960	6		0		4,960			
17	Crowd Barrier	20010430	1,033		100.00		1,033	7		0		1,033			
18	Mold AR2	20010501	16,785		100.00		16,785	7		0		16,785			
19	Mold MB 42x7	20020517	16,725		100.00		16,725	7		0		16,725			
20	Molds	20040701	123,001		100.00		123,001	7	200 DB HY	8.93		123,001			
21	Molds - 2005	20050701	126,067		100.00		126,067	7	200 DB HY	8.92	11,245	71,387			
22	Maritime Barrier	20050530	15,000		100.00		15,000	7	200 DB MQ	8.87	1,331	10,722			
23	AR 10x96	20050425	689		100.00		689	7	200 DB HY	8.92	61	453			
24	Patents	20040701	50,286		100.00		50,286	15	174	6.6667	3,352	21,921			
25	Warehouse Improvement	20070701	44,064		100.00		44,064	39	S/L MM	2.564	1,130	3,909			
26	Patent #2,254,190	20070101	25,000		100.00		25,000	5	174	20	5,000	20,000			
27	R and D	20070701	20,588		100.00		20,588	5	S/L HY	20	4,118	14,413			
28	Molds - 2006	20060831	12,246		100.00		12,246	7	200 DB HY	8.93	1,094	10,214			
29	AR 24x96 Blow Mold	20060511	57,090		100.00		57,090	7	200 DB HY	8.93	5,098	47,615			
30	Equipment - 2006	20060701	22,753		100.00		22,753	5	S/L HY	20	4,551	20,479			

137
21
200
16
78
2,278
14
9
15,068
15,443
1,833
84
3,352
1,130
5,000
2,059
1,500
6,994
4,551

* Item was disposed
of during current year.

Depreciation Detail Listing

FORM 1065

For your records only

2010
PAGE 2

Name(s) as shown on return

Off The Wall LLC

Social security number/EIN

87-0609925

No.	Description	Date	Cost	Salvage	Business percentage	Section 179	Depreciation Basis	Life	Method	Rate	Current depr.	Accumulated Depreciation	Prior expense	Bonus depreciation	AMT Current
31	LeeAnn's Computer	20070626	3,428		100.00		3,428	5	200 DB HY	11.52	395	2,836			571
32	Furniture 2007	20070711	4,093		100.00		4,093	7	200 DB HY	12.49	511	2,814			501
33	CC-42x96 Blow Mold	20070104	49,010		100.00		49,010	7	200 DB HY	12.49	6,121	33,699			6,004
34	C-01 Adapter Mold	20070122	1,500		100.00		1,500	7	200 DB HY	12.49	187	1,030			184
35	Trade Show Booth	20070521	1,693		100.00		1,693	7	200 DB HY	12.49	211	1,164			207
36	Forklift	20070611	6,250		100.00		6,250	7	200 DB HY	12.49	781	4,298			766
37	C-03 Mold	20070824	14,680		100.00		14,680	7	200 DB HY	12.49	1,834	10,095			1,798
38	Office Equipment	19990701	1,489		100.00		1,489	7		0		1,489			
39	Furniture/Office Equi	19980630	6,271		100.00		6,271	7		0		6,271			
40	Laptop	20010214	2,478		100.00		2,478	5		0		2,478			
41	Trade Show Booth	20011211	1,449		100.00		1,449	5		0		1,449			
42	Trade Show Booth	20020701	1,911		100.00		1,911	5		0		1,911			
43	Office Equipment	20020701	6,156		100.00		6,156	5		0		6,156			
44	Office Furniture	20031110	1,869		100.00		1,869	7	200 DB HY	4.46		1,869			
45	Travel Equipment	20030725	1,237		100.00		1,237	5		0		1,237			
46	Office Equipment	20050316	1,531		100.00		1,531	5	200 DB HY	5.76		1,531			
47	Mold MB-2	19980630	7,544		100.00		7,544	7		0		7,544			115
48	Mold MB-2	19990701	25,438		100.00		25,438	7		0		25,438			128
49	Mold MB-2	20000701	3,000		100.00		3,000	7		0		3,000			
50	Mold U-Connector	19980630	3,200		100.00		3,200	7		0		3,200			
51	Mold U-Connector	19990701	2,867		100.00		2,867	7		0		2,867			
52	Mold U-Connector	20000701	1,500		100.00		1,500	7		0		1,500			
53	Mold MB-2 NF	20000701	2,671		100.00		2,671	7		0		2,671			
54	Mold AR-2	20000701	750		100.00		750	7		0		750			
55	Mold MB 31x1	20020113	13,845		100.00		13,845	7		0		13,845			1,441
56	Mold MB 42X	20031216	23,500		100.00		23,500	7	200 DB HY	4.46		23,500			92
57	Mold U-Connector	20031216	1,500		100.00		1,500	7	200 DB HY	4.46		1,500			576
58	Mold AR 10x9	20030717	9,400		100.00		9,400	7	200 DB HY	4.46		9,400			478
59	Multi Corner	20030102	7,800		100.00		7,800	7	200 DB HY	4.46		7,800			
60	Registered Trademark	20030731	335		100.00		335	15	174	6.6667	22	164			22

* Item was disposed
of during current year.

Depreciation Detail Listing

FORM 1065

For your records only

2010

PAGE 3

Social security number/EIN															
87-0609925															
No.	Description	Date	Cost	Salvage	Business percentage	Section 179	Depreciation Basis	Life	Method	Rate	Current depr.	Accumulated Depreciation	Prior expense	Bonus depreciation	AMT Current
61	Patent #5452263	20070101	20,000		100.00		20,000	5	174	20	4,000	16,000			4,000
62	Patent #5611641	20070101	17,143		100.00		17,143	5	174	20	3,429	13,716			3,429
63	Patent #5836714	20070101	30,000		100.00		30,000	5	174	20	6,000	24,000			6,000
64	Patent #5993103	20070101	30,000		100.00		30,000	5	174	20	6,000	24,000			6,000
65	Patent #6086285	20070101	25,000		100.00		25,000	5	174	20	5,000	20,000			5,000
66	Patent #D555804	20070101	20,000		100.00		20,000	5	174	20	4,000	16,000			4,000
67	Patent #D552250	20071106	25,000		100.00		25,000	5	174	20	5,000	15,833			5,000
68	Patent #D546969	20071120	25,000		100.00		25,000	5	174	20	5,000	15,833			5,000
69	Patent #D533281	20070101	20,000		100.00		20,000	5	174	20	4,000	16,000			4,000
70	Phone System DX80	20080417	467		100.00		467	5	200 DB HY	19.2	90	332			90
71	2008 Software	20080726	3,562		100.00		3,562	3	S/L HY	33.333	1,187	2,968			1,187
72	Apple Computer	20080419	3,016		100.00		3,016	5	200 DB HY	19.2	579	2,147			579
73	Patent #7275888	20080118	25,000		100.00		25,000	5	174	20	5,000	12,500			5,000
74	Patent #D569992	20080527	25,000		100.00		25,000	5	174	20	5,000	12,500			5,000
75	Warehouse Improvement	20080701	6,312		100.00		6,312	39	S/L MM	2.564	162	398			162
76	Desk	20080420	875		100.00		875	7	200 DB HY	17.49	153	492			153
77	R and D	20080105	45,257		100.00		45,257	5	S/L HY	20	9,051	22,628			9,051
78	Mold MB 42X72 2009	20090504	150,000		100.00	21,000	64,500	7	200 DB HY	24.49	15,796	110,513	21,000	PY 64,500	15,796
79	Mold AR10X96 V2 2009	20090127	39,817		100.00		19,908	7	200 DB HY	24.49	4,875	27,629		PY 19,909	4,875
80	COIF Mold 2009	20090409	2,500		100.00		1,250	7	200 DB HY	24.49	306	1,735		PY 1,250	306
81	2009 Software	20090701	5,162		100.00		2,581	3	S/L HY	33.333	860	3,871		PY 2,581	860
82	2009 Warehouse Improv	20090323	9,300		100.00		9,300	39	S/L MM	2.564	238	427			238
83	Light Meter 2009	20090306	2,354		100.00		1,177	5	200 DB HY	32	377	1,789		PY 1,177	377
84	Mold R&R Tech	20090318	13,000		100.00		6,500	7	200 DB HY	24.49	1,592	9,021		PY 6,500	1,592
85	Patent 7540682	20090701	25,000		100.00		25,000	5	174	20	5,000	7,500			5,000
86	09 Computer Equipment	20090701	3,987		100.00		1,993	5	200 DB HY	32	638	3,031		PY 1,994	638
87	MB24x24 Connector Blo	20100919	17,930		100.00		0	7	200 DB HY	14.29		17,930		CY 17,930	
88	Computer Equipment -	20100701	210		100.00		105	5	200 DB HY	20	21	126		CY 105	21
89	Software - 2010	20100701	2,795		100.00		1,397	3	S/L HY	16.667	233	1,631		CY 1,398	233
90	Printers - 2010	20100830	430		100.00		215	5	200 DB HY	20	43	258		CY 215	43

Fraidenburg and Associates Inc
8841 Redwood Road Suite C
West Jordan, UT 84088
Phone: (801)266-8686
Fax: (801)233-0637
david@fraidenburg.com

March 12, 2011

Off The Wall LLC
423 S 600 W
Salt Lake City, UT 84101

Off The Wall LLC:

Enclosed is the 2010 Form 1065, U.S. Return of Partnership Income, prepared for Off The Wall LLC from the information provided. This return will be electronically filed with the IRS once we receive a signed Form 8879-PE, IRS e-file Signature Authorization for Form 1065.

Enclosed is the 2010 Utah Business Tax Summary return, prepared for Off The Wall LLC from the information provided. This return will be electronically filed with the Utah taxing authority.

The partnership's Utah Business Tax Summary return reflects neither a refund nor a balance due.

Also enclosed are letters to the partners and their copies of the Schedule K-1, to be distributed to the partners.

Thank you for the opportunity to be of service. For further assistance with your tax needs, please do not hesitate to contact this office at (801)266-8686.

Sincerely,

David A Fraidenburg

65001

Page 34 of 37
 Utah Partnership / Limited Liability Partnership /
 Limited Liability Company Return

2010
TC-65

1024

For calendar year 2010 or fiscal year (mm/dd/yyyy):

beginning -

and ending -

☐ Amended Return (code 1-4)

☐ Mark "X" if you filed federal form 8886

 Mark "X" if this is a
 new address:

Off The Wall LLC

Employer Identification Number

423 S 600 W

☐ 870609925

☐ Physical
 address

Salt Lake City

UT 84101

☐ Mailing
 address

ENTITY TYPE (check one):

☐ General partnership ☐ Limited partnership ☐ Other (describe below)
☐ Limited liability partnership ☒ Limited liability company

1 Date registered in Utah (mm/dd/yyyy) • 1 07/01/1999

2 If dissolved, date of dissolution (mm/dd/yyyy) • 2

3 **Total pass-through withholding tax** - Enter the total amount from Schedule N, column I • 3
Note: This amount must be paid by the due date of the return, without extensions

4 Prepayments made for the year • 4

5 Amended returns only (see instructions) • 5

6 **Total payments** - Total of lines 4 and 5 • 6

7 **Total due** - Subtract line 6 from line 3 (not less than zero) • 7 0.

8 Penalties and interest (see instructions) 8

9 **Pay this amount** - Add lines 7 and 8. Make check payable to Utah State Tax Commission • 9 0.

10 **Overpayment** - Subtract line 3 from line 6 (not less than zero) 10

11 Amount of overpayment on line 10 to be applied to next year • 11

12 **Refund** - Subtract line 11 from line 10 • 12 0.

USTC USE ONLY

 Under penalties of perjury, I declare to the best of my knowledge and belief,
 this return and accompanying schedules are true, correct and complete.

SIGN Signature of officer		Title	Date	"X" if USTC may discuss return with preparer below <input checked="" type="checkbox"/>	
HERE		Managing Member	03/11/2011		
Paid Preparer's Section	Preparer's signature	Date	Preparer's telephone number	Preparer's	•
		03/12/2011	8012668686	PTIN	P00233781
	Firm's name and address	Fraidenburg and Associates Inc			Preparer's
		8841 Redwood Road Suite C			•
		West Jordan UT 84088			EIN
					562410252

EIN 87-0609925

1	Net income (loss) from federal form 1065, Schedule K, Analysis of Net Income (Loss), line 1	• 1	-131989.
2	Contributions from federal form 1065, Schedule K, line 13a	• 2	1468.
3	Foreign taxes deducted on federal form 1065, Schedule K, line 16l	• 3	
4	Recapture of Section 179 deduction from all federal Schedules K-1, line 20c, code M	• 4	
5	Total income (loss) (add lines 1 through 4)	5	-130521.
6	Total guaranteed payments to partners (see instructions)	• 6	3855.
7	Health insurance included in guaranteed payments on line 6	• 7	3855.
8	Net guaranteed payments to partners - subtract line 7 from line 6	8	
9	Total portfolio income (see instructions)	• 9	
10	Utah nonbusiness income net of expenses (see instructions)	• 10	
11	Non-Utah nonbusiness income net of expenses (see instructions)	• 11	
12	Add lines 8 through 11	12	
13	Apportionable income (loss) (subtract line 12 from line 5)	• 13	-130521.
14	Apportionment fraction (enter 1.000000, or TC-65, Schedule B, line 8 or line 12, if applicable)	• 14	1.000000
15	Utah apportioned business income (loss) (multiply line 13 by line 14)	• 15	-130521.
16	Total Utah income (loss) allocated to pass-through entity taxpayers (add line 10 and line 15)	• 16	-130521.

EIN 87-0609925

A partnership with nonresident individual partners and/or resident or nonresident business partners must complete the information below to report the Utah income and to calculate the Utah withholding tax for these partners.

WITHHOLDING WAIVER REQUEST under § 59-10-1403.2(5): If partners will pay the Utah tax on their own returns:
Enter "1" to request a waiver for all partners, and enter "0" in column F for all partners
Enter "2" to request a waiver for some (but not all) partners, and enter "0" in column F for those partners requested
See Schedule N instructions for for liability responsibilities when requesting a waiver.

A	Name of partner	E	Income (loss)	F	5% of income	G	Mineral production	I	Pass-through
B	Withholding waiver for this partner		attributable to Utah		(E times .05 -		withholding credit		withholding
	(enter "X" in column B and "0" in column F)		plus Utah source		not less than 0)				(F less G and H,
C	SSN/EIN of partner		guaranteed pymts			H	Previous pass-through		not less than 0)
D	Partner's % of income OR ownership		(see instructions)				withholding tax		
#1 A	DSM Ventures	E	-16492.	F	0.	G	0.	I	0.
• B						H	0.		
• C	870560113	D	13.0200						
#2 A	Jon Dorfman	E	-19646.	F	0.	G	0.	I	0.
• B						H	0.		
• C	483764761	D	15.5100						
#3 A	Kevin Bespolka	E	-18911.	F	0.	G	0.	I	0.
• B						H	0.		
• C	212925000	D	14.9300						
#4 A		E		F		G		I	
• B						H			
• C		D							
#5 A		E		F		G		I	
• B						H			
• C		D							
#6 A		E		F		G		I	
• B						H			
• C		D							
#7 A		E		F		G		I	
• B						H			
• C		D							

Off the Wall Products LLC dba OTW Safety

Balance Sheet

As of June 7, 2011

2:33 PM

06/07/11

Accrual Basis

	Jun 7, 11
ASSETS	
Current Assets	
Checking/Savings	
1000 · Checking Accounts	
1001 · Key Bank	6,263.42
1002 · Zions Business Checking	-4,500.00
1003 · US Bank Business Checking	-4,944.44
1004 · Celtic Bank Line of Credit	-330,845.62
1005 · Bank of Utah	59,714.63
1006 · Savings - Bank of Utah	11,983.77
Total 1000 · Checking Accounts	-262,328.24
Total Checking/Savings	-262,328.24
Accounts Receivable	
1110 · Accounts Receivable	299,032.29
Total Accounts Receivable	299,032.29
Other Current Assets	
1215 · Undeposited Funds	4,626.26
1220 · Inventory	325,473.71
Total Other Current Assets	330,099.97
Total Current Assets	366,804.02
Fixed Assets	
1500 · Machinery and equipment	
1501 · MB-42x69 Mold	8,000.00
1502 · MB-48x40 Molds	35,982.00
1503 · MC-1 Mold	4,000.00
1504 · U-Connector Mold	15,616.87
1505 · AR-24x96 Mold	37,287.58
1506 · CC-48x96 Crowd Barrier Mold	26,826.19
1507 · MB-2 Mold Lid NF	2,671.00
1508 · AR-10x96 Mold	26,935.00
1509 · MB-31x120 Mold	13,845.00
1510 · MB-42x72 Mold	31,225.00
1511 · MC-10x96 Corner Connector	9,400.00
1512 · MB-42x72 JSS	23,700.00
1513 · MB-42x96 JSS	12,800.00
1514 · AR-10x96 Blow Mold	35,727.53
1515 · MB-42x45 Blow Mold	80,262.09
1516 · RGL & Hazard Light Mold	21,746.00
1517 · EPDM Speed Hump Mold	11,050.00
1518 · MB350 Molds	50,000.00
1519 · NZ molds	50,000.00
1520 · MC-350 Corner	10,000.00
1521 · Maritime Barrier Mold	15,000.00
1522 · AR-24x96 Blow Mold	57,090.00
1523 · CC-42x96 Blow Mold	49,010.00
1531 · C03 Mold	14,680.00
1532 · CO1 Adaptor Mold	1,500.00
1534 · MB42x72 JSS LCB Blow Mold	150,000.00
1500 · Machinery and equipment - Other	2,710.00
Total 1500 · Machinery and equipment	797,064.26
1550 · 2007 Volvo XC70	16,120.20
1599 · Accumulated depreciation - mold	-540,700.00